

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:)	Chapter 11
)	
FIRSTENERGY SOLUTIONS CORP., <i>et al.</i> , ¹)	Case No. 18-50757
)	(Jointly Administered)
)	
Debtors.)	
)	Hon. Judge Alan M. Koschik
)	

**SUPPLEMENTAL DECLARATION OF DISINTERESTEDNESS IN SUPPORT
OF EMPLOYMENT OF THE OXLEY GROUP AS A PROFESSIONAL UTILIZED IN
THE ORDINARY COURSE OF BUSINESS**

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the following is true and correct and supplements my declaration of disinterestedness (the “Declaration of Disinterestedness”) filed previously on July 27, 2018 [Docket No. 1050]:

1. I am an Owner of the consulting firm the Oxley Group (the “Firm”), which maintains offices at the address and phone number listed below:

Address: 81 South 5th Street Suite 200 Columbus, Ohio 43215

Phone: (614) 581-5826

2. The Firm has been employed by non-debtor affiliate FirstEnergy Service Company (“FESC”) to render services to debtor FirstEnergy Solutions Corp. (“FES”) in the ordinary course of its business. This supplemental declaration (the “Supplemental Declaration of Disinterestedness”) is submitted in compliance with the *Order Authorizing the Debtors to Employ and Compensate Professionals Utilized in the Ordinary Course of Business* (the “OCP Order”)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: FE Aircraft Leasing Corp. (9245), case no. 18-50759; FirstEnergy Generation, LLC (0561), case no. 18-50762; FirstEnergy Generation Mansfield Unit 1 Corp. (5914), case no. 18-50763; FirstEnergy Nuclear Generation, LLC (6394), case no. 18-50760; FirstEnergy Nuclear Operating Company (1483), case no. 18-50761; FirstEnergy Solutions Corp. (0186); and Norton Energy Storage L.L.C. (6928), case no. 18-50764. The Debtors’ address is: 341 White Pond Dr., Akron, OH 44320.

[Docket No. 428] and specifically incorporates the statements made in the Declaration of Disinterestedness as if fully rewritten herein.

3. I am familiar with and have personal knowledge of the facts set forth below.

4. Since March 1, 2018, FES has requested that the Firm provide government relations consulting services for FES, and the Firm has agreed to provide such services. Specifically, the Firm, through me, and other members, partners, associates, or employees of the Firm, has provided the following services to FES from and after the Petition Date:

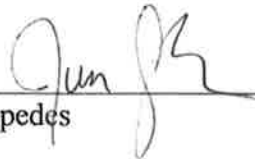
- Facilitation of meetings with Ohio Legislators and other interested parties on behalf of FES
- Advocacy on behalf of FES to all stakeholders in the Ohio Legislature and Executive Branches of State Government
- Participation in the process of selecting a proposed solution to market to the current General Assembly and Governor's office

5. As disclosed in the Declaration of Disinterestedness, the Firm was originally compensated for its services by payment of a monthly fee of \$10,000, plus reimbursement of actual necessary expenses and other charges incurred by the Firm. However, the Firm and FES recently entered into an amendment to the Purchase Order, dated as of March 7, 2019 (the "First Amendment"), which contemplates an increase in the Firm's monthly fee from \$10,000 to \$15,000, plus reimbursement of actual necessary expenses and other charges incurred by the Firm. There are two primary reasons for the increase in the Firm's monthly fee: (i) the Firm is entering a new stage in its work for FES and is transitioning from strategy development to execution of the strategy, which will require the Firm to dedicate more hours to its work for FES and (ii) FES has eliminated governmental relations consulting services from certain other professionals, which will increase the workload on the Firm.

6. Additionally, the First Amendment contemplates that the Firm will retain Tarrance Group Incorporated ("Tarrance Group") to provide certain polling and focus group research

services in support of FES's legislative efforts. The fees and expenses incurred by the Firm in connection with its retention of Tarrance Group will be charged to FESC as necessary expenses.

7. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

A handwritten signature in dark ink, appearing to read 'Juan Cespedes', is written over a horizontal line.

Juan Cespedes
Principal
The Oxley Group
81 South 5th Street, Suite 200
Columbus, Ohio 43215